

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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November 6, 1991

RECORDATION NO. 8947 R FILED 105

NOV 18 1991 -3 40 PM

INTERSTATE COMMERCE COMMISSION

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RECORDATION NO. 8947 R FILED 105

ROBERT E. PATTERSON  
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GENERAL ATTORNEYS

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28508 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 69

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, U.S.C. Section 11303(a), the original and four (4) fully executed counterparts of: (1) Ninth Supplement to Equipment Trust and (2) Assignment and Transfer of Certain Road Equipment, each dated as of September 30, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 69, both secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

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Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-G;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L;

Eighth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-M; and

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-N.

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In connection with the recording of the Ninth Supplement and Assignment and Transfer, each dated as of September 30, 1991, to the Equipment Trust Agreement dated as of July 1, 1977, the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First Pennsylvania  
Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the foregoing Ninth Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the foregoing Assignment is set forth in Attachment A attached thereto.

Also enclosed is a check in the amount of \$30 to cover the required recordation fees.

When the recording of the Ninth Supplement and Assignment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

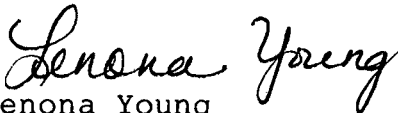
A short summary of the enclosed documents to appear in the Commission's index is:

Ninth Supplement to Equipment Trust Agreement dated as of September 30, 1991 between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering boxcars; and Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991

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between SPT, as Lessee, and CoreStates, as Trustee,  
covering railcars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

8947-P  
RECORDATION NO

FILED 1423

NOV 18 1991 - 3 42 PM

===== INTERSTATE COMMERCIAL COMMISSION =====

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 69

\*\*\*\*\*

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 30, 1991

\*\*\*\*\*

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the thirtieth day of September, 1991, by  
CORESTATES BANK, N.A. (formerly First Pennsylvania Bank,  
N.A.), a corporation duly organized and existing under the  
laws of the Commonwealth of Pennsylvania, Trustee under the  
Equipment Trust Agreement hereinafter mentioned (hereinafter  
called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION  
COMPANY, a corporation duly organized and existing under the  
laws of the State of Delaware (hereinafter called the  
"Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing  
date as of July 1, 1977, by and between the Trustee and the  
Company (hereinafter called the "Equipment Trust Agreement"),  
there was constituted the "Southern Pacific Transportation  
Company Equipment Trust, Series 69," pursuant to which Trustee  
leased certain railroad equipment to the Company, upon the  
terms and conditions therein set forth; and

WHEREAS, certain box cars, hopper cars, a gondola car, and  
a flat car, as described in Attachment A hereto and  
incorporated herein by reference, comprising said Trust  
Equipment (hereinafter collectively called "Unsuitable  
Equipment") have become unsuitable for use by the Company, and  
in accordance with the provisions of said Equipment Trust and  
in anticipation and consideration of the release of such  
Unsuitable Equipment, the Company has assigned and transferred  
to the Trustee other standard-gauge railroad equipment

(hereinafter called the "Replacement Equipment"), other than work equipment, as specifically described in the Ninth Supplement to Equipment Trust dated as of September 30, 1991 ("Ninth Supplement").

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Ninth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 8th day of October, 1991.

CORESTATES BANK, N.A.

By C. W. Ud  
Corporate Trust Officer

Attest:

G. A. Richards  
Assistant Secretary  
ASSISTANT VICE PRESIDENT



CORESTATES BANK, N.A.  
 RETIRED/DESTROYED UNITS  
 SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT  
 FOR SERIES 69 DATED JULY 01, 1977 7310223

| BUILDER                          | UNIT      | OWNER | KIND OF EQUIP      | BUILT | GRIP DATE |
|----------------------------------|-----------|-------|--------------------|-------|-----------|
| PACIFIC CAR & FOUNDRY (PCF)      | SP 329649 | SP    | 100 TON GONDOLA    | 7710  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481001 | SP    | 100 TON HOPPER CAR | 7707  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481006 | SP    | 100 TON HOPPER CAR | 7707  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481007 | SP    | 100 TON HOPPER CAR | 7707  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481013 | SP    | 100 TON HOPPER CAR | 7707  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481021 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481023 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481024 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481026 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481027 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481028 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481033 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481045 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481051 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481052 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481060 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481071 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481074 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481076 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481077 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481078 | SP    | 100 TON HOPPER CAR | 7708  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481083 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481086 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481090 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481093 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481099 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481100 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481115 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481119 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481120 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481125 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481127 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481137 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481138 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481141 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481143 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481144 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481145 | SP    | 100 TON HOPPER CAR | 7709  |           |
| AMERICAN CAR & FOUNDRY CO. (ACF) | SP 481147 | SP    | 100 TON HOPPER CAR | 7709  |           |
| GREENVILLE STEEL CAR CO.         | SP 599259 | SP    | 100 TON FLAT CAR   | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605575 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605586 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605601 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605611 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605612 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605666 | SP    | 100 TON BOX CAR    | 7708  |           |
| GUNDERSON BROS. (FMC)            | SP 605690 | SP    | 100 TON BOX CAR    | 7709  |           |
| GUNDERSON BROS. (FMC)            | SP 605698 | SP    | 100 TON BOX CAR    | 7709  |           |

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

TOTAL 48 UNITS

ATTACHMENT A

COMMONWEALTH OF PENNSYLVANIA           )  
   ) ss.  
CITY AND COUNTY OF PHILADELPHIA      )

On this 8th day of October, 1991, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra S. Butler  
Notary Public

My commission expires:

